

# Supplier/Vendor Code of Conduct

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Stewart Information Services Corporation and its affiliates (herein after referred to as "Stewart ") are committed to conducting its business to the utmost and highest ethical, legal, environmental, human rights, labor, and socially responsible standards. Stewart expects its vendors, service providers, subcontractors, and sub-tier Suppliers (herein collectively "Suppliers") to adhere to this commitment and, therefore, has established this Supplier/Vendor Code of Conduct (herein after referred to as "the Code"). Although there may be different legal and cultural environments applicable to its Suppliers, Suppliers must meet the following minimum requirements to do business with Stewart:

## 1. Compliance with Laws, Regulations and Published Standards

Suppliers are screened for and must comply with all laws, codes, or regulations of the countries, states, and localities in which they operate. This includes, but is not limited to, laws and regulations relating to environmental, occupational health and safety, labor, and human rights practices. In addition, Stewart Suppliers must require their suppliers and subcontractors to do the same. Suppliers must adapt their practices to any published standards for their industry.

## 2. Ethical Business Practices

Stewart expects its Suppliers to conduct their businesses under the highest standards of ethical behavior and under applicable laws and regulations. Suppliers are expected to conform to these requirements in each of the following areas:

- **Fair Trade Practices.** Suppliers shall not engage in collusive bidding, price fixing, price discrimination, or other unfair trade practices in violation of antitrust laws or other applicable laws.
- **Bribery, Kickbacks, and Fraud.** No funds or assets of Suppliers shall be paid, loaned, or otherwise disbursed as bribes, kickbacks, or other payments designed to influence or compromise the services performed for Stewart.
- **Foreign Corrupt Practices Act (FCPA).** While laws and customs vary throughout the world, all Suppliers must comply with foreign legal requirements, United States, and local laws that apply to foreign operations, including the FCPA. The FCPA makes it unlawful to give anything of value to foreign government officials, foreign political parties, party officials, or candidates for public office to obtain or retain business.
- **Intellectual Property Rights.** Suppliers shall respect the intellectual property rights of others, especially Stewart, its affiliates, and business partners. Suppliers shall safeguard and maintain confidential and proprietary information of Stewart and shall use such information only for the purposes specified for use by Stewart. Suppliers shall observe and respect all Stewart patents, trademarks, and copyrights, and comply with all requirements on their use as established by Stewart.
- **Confidential Information.** Suppliers shall not store personal non-public information or transmit confidential or proprietary information of Stewart via the Internet unless such information is encrypted under minimum standards established by Stewart. Encryption will secure any sensitive information transferred to or from the hosted system over the Internet. All such sensitive information will be encrypted with industry accepted strong encryption algorithms when stored in structured or unstructured areas. Stewart prefers AES 256, if configurable.
- **Sourcing.** Suppliers shall exercise due diligence on relevant materials in their supply chain. Supplier shall develop policies and procedures in order to identify risks and take steps to mitigate them. Supplier shall

perform due diligence in order to determine whether materials originate from locations identified as high risk such as areas associated with conflicts, child labor, forced labor, human trafficking, human rights violations, and health and safety. This also includes areas having negative environmental impacts.

### 3. Human Rights and Labor

Stewart believes that all workers in our supply chain deserve a fair and ethical workplace environment. Workers must be treated with both dignity and respect.

- **Anti-Discrimination.** Suppliers shall not discriminate against any worker based on age, race, ethnicity, religion, sex (including pregnancy, sexual orientation and gender identity) national origin, political affiliation, or disability or any other status protected by applicable national and local law in hiring and other employment practices.
- **Anti-Harassment.** Harassment is defined as conduct that shows hostility or aversion toward an individual because of any protected characteristic. Harassing conduct includes, but is not limited to, intimidating or hostile acts, the use of offensive materials, whether in the form of comments or jokes, degrading or offensive language (including racial slurs or epithets), photographs, cartoons, drawings, gestures, posters, or emails. Suppliers shall maintain a workplace free of harassment based on age, race, ethnicity, religion, sex (including pregnancy, sexual orientation and gender identity) national origin, political affiliation, or disability.
- **Collective Bargaining and Freedom of Association.** As legally permitted, Suppliers shall respect rights of workers to associate freely with others, form, and join or not join labor unions or organizations of their choice, and bargain collectively, without interference, discrimination, retaliation, or harassment and shall comply with all applicable local and national laws pertaining to freedom of association and collective bargaining. In the absence of formal representation, Suppliers shall ensure that workers have a mechanism in place that facilitates open communication between management and workers and allows workers report grievances with management regarding working conditions and management practices without fear of reprisal, intimidation or harassment.
- **Compliance/Grievance System.** Suppliers shall maintain an anonymous compliance/grievance system whereby employees can report grievances that effectively opens communication between management and employees.
- **Prevention of Human Trafficking.** Suppliers shall only use voluntary labor and shall not engage in any form of human trafficking or use any type of forced labor including child, slave, bonded, indentured, involuntary or prison labor. Involuntary labor includes the transportation, harboring, recruitment, transfer, receipt, or employment of persons by means of threat, force, coercion, abduction, fraud, or payments to any person having control over another person for the purpose of exploitation. All work must be voluntary, and workers shall be free to leave work at any time or terminate their employment. Suppliers shall not require workers to surrender any government-issued identification, passports or other travel documentation or work permits as a condition of employment or for any other reason. Excessive fees are unacceptable, and all fees charged to workers must be disclosed. Suppliers shall ensure that workers' contracts clearly convey the conditions of employment in a language understood by the workers. Suppliers shall not impose unreasonable restrictions on movement within the workplace or upon entering or exiting company-provided facilities. Suppliers shall ensure that any third-party recruitment agencies used comply with the provisions of the Code and applicable laws.
- **Prevention of Underaged Labor.** The federal child labor provisions, authorized by the Fair Labor Standards Act (FLSA) of 1938, also known as the child labor laws, were enacted to ensure that when young people work, the work is safe and does not jeopardize their health, well-being or educational

opportunities. All states also have standards concerning youth employment. When federal and state standards are different, the rules that provide the most protection to young workers will apply.

- Suppliers shall also comply with all applicable laws and regulations regarding the employment of young workers.
- **Wages and Benefits.** Suppliers must comply with all applicable wage and hour laws and regulations, including those relating to minimum wage, overtime, and other elements of compensation, and must provide all legally mandated benefits.
- **Working Hours.** Suppliers must maintain work hours in compliance with all applicable laws and regulations. Further, a workweek shall be restricted to a maximum of 60 hours, including overtime, except in emergencies or unusual situations, and workers shall take at least one day off every seven days. Suppliers shall follow all applicable laws and regulations with respect to working hours and days of rest, and all overtime must be voluntary.

#### 4. Environmental Practices

Suppliers shall develop, implement, and maintain environmentally responsible business practices, such as seeking ways to conserve natural resources and energy, reduce waste and the use of hazardous substances, and minimize adverse impacts on the environment. Such compliance shall include but is not limited to the following items:

- **Environmental Laws.** Suppliers must comply with all applicable environmental laws and requirements.
- **Environmental Permits and Reporting.** Suppliers shall obtain, keep current, and comply with all required environmental permits, and shall comply with the reporting requirements of applicable permits and regulations.
- **Hazardous Materials.** Suppliers shall implement a systematic approach to identify, manage, reduce, and responsibly dispose of or recycle hazardous substances and other materials posing a hazard if released into the environment to ensure their safe handling, movement, storage, use, recycling or reuse and disposal.
- **Resource Reduction.** Suppliers shall reduce the consumption of energy, water, and natural resources by implementing conservation and substitution measures.

#### 5. Occupational Health and Safety Practices

Suppliers shall provide their workers with a safe and healthy work environment to prevent accidents and injury. Suppliers shall provide:

- **Emergency Preparedness.** Suppliers must have procedures in place for handling emergencies such as fire, spills, and natural disasters. For each potential emergency situation or event, Suppliers shall develop and implement legally compliant emergency plans and response procedures that minimize harm to life, environment, and property, and shall include: (i) emergency preparedness, reporting and notification; (ii) evacuation procedures; (iii) training and drills; (iv) appropriate hazard detection and suppression equipment; and (v) adequate exit facilities from job sites.
- **Health and Safety Permits.** Suppliers shall obtain, keep current, and comply with all required health and safety permits.
- **Incident Reporting.** Suppliers must have procedures and systems in place that allow workers to report health and safety incidents without fear of retribution. Suppliers must also have a system to investigate, classify, track, and manage such reports. Such procedures and systems must implement all applicable laws and regulations and include provisions to encourage worker reporting and implement corrective

actions. Supplier corrective action plans should mitigate risks, provide necessary medical treatment, and facilitate workers' return to work.

- **Infectious Diseases.** Suppliers shall implement a program to take steps for, prevent, and respond to the potential for an infectious disease among its workers.
- **Personal Protective Equipment.** Suppliers shall provide workers with appropriate, well maintained personal protective equipment and instruction on its proper use.
- **Safe Work Environment.** Suppliers must allow workers the right to refuse unsafe work and to report unhealthy working conditions. Workers shall not be disciplined for raising safety concerns.
- **Training.** Suppliers will provide workers with occupational health and safety training.

## 6. Ethics and Standard of Conduct

- **Business Integrity.** Suppliers shall not engage in and have a zero-tolerance policy regarding corruption, misrepresentation, extortion, embezzlement, kickbacks, bribery and any other type of corrupt actions to obtain or retain business or to obtain an unfair or improper advantage. Suppliers shall abide by the Foreign Corrupt Practices Act (FCPA), the UK Bribery Act, and all applicable anti-corruption laws and regulations of the countries in which they operate. Suppliers shall implement monitoring, reporting and enforcement procedures to ensure compliance with anti-corruption laws. Suppliers must immediately report to Stewart any circumstance where an officer, director, employee, representative or agent of Stewart or any of its affiliates has made any improper request or demand of the Suppliers that could violate any law. All business dealings, structure, financial situation, and performance should be transparently performed and accurately reflected on Supplier's business books and records in accordance with applicable laws and regulations as well as prevailing industry business practices.
- **Confidential Information.** Suppliers shall maintain Confidential Information as confidential and shall not disclose Stewart's Confidential Information to anyone other than those workers who have a reasonable need to know such confidential information. As used herein, "Confidential Information" means any information of a confidential or proprietary nature disclosed by Stewart to Supplier in written or oral form, including but not limited to know-how, invention disclosures, proprietary materials and/or technologies, economic information, business or research strategies, implementation of the software, trade secrets and material embodiments thereof.
- **Consumer Product Safety.** For Suppliers providing products to Stewart, Suppliers will adhere to the US Consumer Product Safety Commission requirements including but not limited to the Consumer Product Safety Act (CPSA) and the Consumer Product Safety Improvement Act (CPSIA)
- **Disclosure of Information.** Suppliers shall accurately record information regarding their business activities, labor, health and safety, and environmental practices and shall disclose such information, without falsification or misrepresentation, to all appropriate parties. Falsification of records or misrepresentations of conditions or practices in the supply chain are prohibited.
- **Exports, Imports, Trade Control.** Suppliers must abide by all economic sanctions or trade embargoes that the United States has adopted, whether they apply to foreign countries, political organizations, or particular foreign individuals and entities.
- **Terrorism Activities.** Suppliers shall not directly or indirectly engage in or support any terrorist activity. Suppliers, their affiliates, and any officer or director of the Suppliers and affiliates shall not be included on any lists of terrorists or terrorist organizations compiled by the United States government or any other national or international body, including but not limited to:
  - The U.S. Treasury Department's Specially Designated Nationals List
  - The U.S. State Department's Terrorist Exclusion List
  - The United Nations List Pursuant to Security Council Resolution 1390 (2002) and Paragraphs 4(B) or Resolution 1267(1999) and 8(C) of Resolution 1333 (2000)

- The European Union List Implementing Article (2)(3) of Regulation (EC) No. 2580/2001 on Specific Restrictive Measures Directed Against Certain Persons and Entities with a View to Combating Terrorism.
- **Fair Business.** Suppliers shall conduct their business in full compliance with antitrust and fair competition laws that govern the jurisdictions in which they conduct business. Further, Suppliers shall uphold standards of fair business, advertising and competition.
- **Foreign Corrupt Practices Act.** Suppliers shall adhere to the Foreign Corrupt Practices Act of 1977 (FCPA) provisions.
- **Intellectual Property.** Suppliers shall respect intellectual property rights and safeguard customer information. Transfer of technology and know-how is to be done in a manner that protects intellectual property rights and in accordance with the most stringent information protection requirements under applicable agreements. Suppliers shall implement processes as well as procedures and exercise due diligence to detect and avoid counterfeit parts and avoid others' intellectual property rights.
- **Privacy.** Suppliers shall commit to protecting the privacy expectations of personal information of everyone Suppliers does business with, including other Suppliers, customers, consumers, and employees. Suppliers shall comply with privacy and information security laws and regulatory requirements when personal information is collected, stored, processed, transmitted, or shared.

## 7. Solicitations by Suppliers

No Suppliers shall use Stewart's computer system, including its electronic mail system and internet site, to send unsolicited electronic mail messages to the Stewart community. Suppliers must receive prior written authorization from Stewart's Procurement Department to hold trade shows, utilize Stewart resources, or make unsolicited calls to Stewart personnel.

## 8. Monitoring and Compliance

Suppliers shall conduct audits and inspections to ensure their compliance with the Code and applicable legal requirements. If a Supplier identifies areas of non-compliance, the Supplier shall notify the Procurement Department of its plans to remedy any such non-compliance.

- Stewart or its representatives may engage in monitoring activities to confirm Suppliers' compliance to the Code, including on-site inspections of facilities, use of questionnaires or report cards, review of publicly available information, or other measures to assess Suppliers' performance.
- Any Stewart Supplier that learns of violations of this policy must notify EthicsPoint at (866) 384-4277 or at [www.ethicspoint.com](http://www.ethicspoint.com). The reporting tool is staffed by our vendor partner, EthicsPoint, guarantying anonymity. Stewart reserves the right to conduct Supplier compliance audits each year using both internal personnel and auditors. Notwithstanding any term or condition found in an agreement between Stewart and the Supplier, Stewart reserves the right to disqualify any potential supplier or terminate any agreement with any Supplier found to violate the Code without liability to Stewart.
- **Application/Exclusions.** This policy should be read to include any Supplier obligations as set forth in any:
  - Request for proposal
  - Agreements by and between Stewart and the Supplier. If a conflict arises between the Code and any applicable agreement, the Code shall control.